

ALAN R. SMITH, ESQ. #1449  
Law Offices of Alan R. Smith  
505 Ridge Street  
Reno, Nevada 89501  
Telephone (775) 786-4579  
Facsimile (775) 786-3066  
Email: [mail@asmithlaw.com](mailto:mail@asmithlaw.com)

**ELECTRONICALLY FILED**  
**September 2, 2009**

Attorney for Debtor

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA

In Re: Case No. BK-N-09-52786-GWZ  
Chapter 11  
CAVIATA ATTACHED HOMES, LLC,  
Debtor.

**AMENDMENT COVER SHEET**

**Amendment(s) to the following are transmitted herewith. Check all that apply.**

- ☐ Petition (must be signed by debtor **and** attorney for debtor (per Fed.R.Bankr.P. 9011))
- ☒ Summary of Schedules
- ☒ Schedule A - Real Property
- ☒ Schedule B - Personal Property
- ☐ Schedule C - Property Claimed as Exempt
- ☒ Schedule D, E, F, and/or List Creditors or Equity Holders
- ☒ Add/delete creditor(s), change amount or classification of debt- **\$26.00 fee required**
- ☐ Add/change address of already listed creditor, add name/address of attorney for already listed creditor, amend petition, attach new petition on converted case, supply missing document(s)- **no fee**
- \*Must provide diskette and comply with Local Rule 1007 if add/delete creditor or add/change address of already listed creditor**
- ☒ Schedule G - Schedule of Executory Contracts & Expired Leases
- ☒ Schedule H - Codebtors
- ☒ Statement of Financial Affairs
- ☒ Disclosure of Compensation of Attorney For Debtor
- ☐ Balance Sheet, Statement of Income and Statement of Cash Flows
- ☒ List of Equity Security Holder(s)

**DECLARATION OF DEBTOR**

**I, WILLIAM D. PENNINGTON, II a Member of the Debtor, declare under penalty of perjury that the information set forth in the amendment(s) attached hereto are true and correct to the best of my information and belief.**

/s/ William D. Pennington  
**WILLIAM D. PENNINGTON, II.**  
**Date:** September 2, 2009

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **CAVIATA ATTACHED HOMES, LLC**,  
 Debtor

Case No. **09-52786**Chapter **11**

**SUMMARY OF SCHEDULES - AMENDED**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>4</b>	<b>970,905.78</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>33,694,274.00</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>1</b>		<b>0.00</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>1</b>		<b>7,206,623.50</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>1</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>10</b>			
Total Assets			<b>970,905.78</b>		
Total Liabilities				<b>40,900,897.50</b>	

B6A (Official Form 6A) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE A - REAL PROPERTY - AMENDED**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<b>950 HENRY ORR PARKWAY, SPARKS, NV 89436 [VALUE LISTED AS "UNKNOWN" PENDING COMPLETION OF APPRAISAL FOR CURRENT FMV]</b>	<b>Fee simple</b>	<b>-</b>	<b>Unknown</b>	<b>33,694,274.00</b>

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		FIRST INDEPENDENT BANK, ACCT. XXXXX5259	-	1,602.00
		BANK OF AMERICA, TENANT DEPOSITS (BAL. @ 8/20/09)	-	37,442.50
		BANK OF AMERICA, OPERATING ACCOUNT (BAL. @ 8/20/09)	-	86,739.28
		SUNWEST BANK - SPECIALTY ACCT. FBO CAVIATA, OPERATING SHORTFALL (BAL. @ 7/31/09)	-	205,920.00
		SUNWEST BANK - SPECIALTY ACCT. FBO CAVIATO, PAYMENT FUND [SALE PROCEEDS FROM PROPERTY AT FALLEN LEAF CONDO DEVELOPMENT]	-	595,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > **926,703.78**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>ACCRUED, UNPAID RENTS (@ 8/20/09)</b>	<b>-</b>	<b>13,202.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			

Sub-Total > **13,202.00**  
(Total of this page)

Sheet 1 of 3 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<b>X</b>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>SALES/RENTAL OFFICE FURNISHINGS, COMPUTERS, ETC. (3+ YEARS OLD)</b>	-	<b>1,000.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>FURNISHINGS AND DECORATIONS IN SALES OFFICE, MODEL UNITS AND POOL FURNITURE (FMV ESTIMATED BASED ON CURRENT CONDITION AND WEAR)</b>	-	<b>30,000.00</b>
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			

Sub-Total > **31,000.00**  
(Total of this page)

Sheet 2 of 3 continuation sheets attached  
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sheet **3** of **3** continuation sheets attached  
to the Schedule of Personal Property

Sub-Total > **0.00**  
(Total of this page)  
Total > **970,905.78**

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.			<b>First Mortgage</b>					
<b>CALIFORNIA NATIONAL BANK 345 CALIFORNIA STREET SAN FRANCISCO, CA 94164</b>	<b>X</b>	-	<b>950 HENRY ORR PARKWAY, SPARKS, NV 89436 [VALUE LISTED AS "UNKNOWN" PENDING COMPLETION OF APPRAISAL FOR CURRENT FMV]</b>				<b>27,476,633.00</b>	<b>Unknown</b>
			Value \$ <b>Unknown</b>					
Account No.			<b>950 HENRY ORR PARKWAY, SPARKS, NV 89436 [VALUE LISTED AS "UNKNOWN" PENDING COMPLETION OF APPRAISAL FOR CURRENT FMV]</b>					
<b>SPECIALTY MORTGAGE 6160 PLUMAS RENO, NV 89509</b>	<b>X</b>	-					<b>6,217,641.00</b>	<b>Unknown</b>
			Value \$ <b>Unknown</b>					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							<b>33,694,274.00</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>33,694,274.00</b>	<b>0.00</b>

0 continuation sheets attached



In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

## AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D  W I F E  J O I N T  C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			<b>CLAIM FOR REIMBURSEMENT OF MONIES PAID TO SPECIALTY MORTGAGE</b>				
<b>FALLEN LEAF ATTACHED HOMES, LLC 8700 TECHNOLOGY WAY RENO, NV 89521</b>	-						<b>7,128,533.00</b>
Account No.			<b>ACCOUNTANT - GOODS/SERVICES</b>				
<b>FISHER, J. FRANK 9437 DOUBLE DIAMOND #17 RENO, NV 89521</b>	-						<b>13,500.00</b>
Account No.			<b>GOODS/SERVICES</b>				
<b>SIERRA SUMMIT LANDSCAPE 18724 WEDGE PKWY, #418 RENO, NV 89511</b>	-						<b>25,100.00</b>
Account No.			<b>GOODS/SERVICES</b>				
<b>TRAVELERS INSURANCE 604 W. MOANA RENO, NV 89509</b>	-						<b>39,490.50</b>
Subtotal (Total of this page)							<b>7,206,623.50</b>
Total (Report on Summary of Schedules)							<b>7,206,623.50</b>

0 continuation sheets attached

B6G (Official Form 6G) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>PINNACLE AMS 4449 GRANITE DR., #902 ROCKLIN, CA 95677-2194</b>	<b>PROPERTY MANAGEMENT CONTRACT (EXPIRES 12/15/2009]</b>
<b>TRAVELERS INSURANCE 604 W. MOANA RENO, NV 89509</b>	<b>LIABILITY INSURANCE [EXPIRES 06/15/2010]</b>

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continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

B6H (Official Form 6H) (12/07)

In re **CAVIATA ATTACHED HOMES, LLC**Case No. **09-52786**

Debtor

**SCHEDULE H - CODEBTORS - AMENDED**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>CAVIATA 184, LLC 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>CALIFORNIA NATIONAL BANK 345 CALIFORNIA STREET SAN FRANCISCO, CA 94164</b>
<b>CAVIATA 184, LLC 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>SPECIALTY MORTGAGE 6160 PLUMAS RENO, NV 89509</b>
<b>DANE HILLYARD AND AS TTEE OF HILLYARD FAMILY TRUST 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>CALIFORNIA NATIONAL BANK 345 CALIFORNIA STREET SAN FRANCISCO, CA 94164</b>
<b>DANE HILLYARD AND AS TTEE OF HILLYARD FAMILY TRUST 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>SPECIALTY MORTGAGE 6160 PLUMAS RENO, NV 89509</b>
<b>WILLIAM D. PENNINGTON, II AND AS TTEE OF LIVING TRUST 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>CALIFORNIA NATIONAL BANK 345 CALIFORNIA STREET SAN FRANCISCO, CA 94164</b>
<b>WILLIAM D. PENNINGTON, II AND AS TTEE OF LIVING TRUST 8700 TECHNOLOGY WAY RENO, NV 89521</b>	<b>SPECIALTY MORTGAGE 6160 PLUMAS RENO, NV 89509</b>

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continuation sheets attached to Schedule of Codebtors

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court**  
**District of Nevada**

In re **CAVIATA ATTACHED HOMES, LLC**

Debtor(s)

Case No. **09-52786**

Chapter **11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the MEMBER, CAVIATA 184, LLC of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **12** sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date **September 2, 2009**

Signature **/s/ WILLIAM D. PENNINGTON, II**

**WILLIAM D. PENNINGTON, II**  
**MEMBER, CAVIATA 184, LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court  
District of Nevada**

In re **CAVIATA ATTACHED HOMES, LLC**

Debtor(s)

Case No. **09-52786**Chapter **11**

**STATEMENT OF FINANCIAL AFFAIRS - AMENDED**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None

☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$1,122,472.59</b>	<b>2009 YTD (rental income)</b>
<b>\$2,680,634.00</b>	<b>2008 (gross receipts)</b>
<b>\$-1,748,297.00</b>	<b>2007 (NET OPERATING LOSS)</b>

**2. Income other than from employment or operation of business**

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$716,862.00</b>	<b>2009 YTD: JOHN BEAL NON-REFUNDABLE PURCHASE DEPOSIT (\$703,062.90), CHARTER COMM. REF (\$13,800)</b>
<b>\$408,601.00</b>	<b>2008: MISC. INC. (\$737), SPPCo. REFUND (\$407,864)</b>
<b>\$41,994.00</b>	<b>2007: MISC. INC. (\$713), PROP TAX REFUND (\$26,206), SPPCo. REFUND (\$15,075)</b>

**3. Payments to creditors**

None ☒ **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None ☐ b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>SPECIALTY MORTGAGE 6160 PLUMAS RENO, NV 89509</b>	<b>PAYMENTS FROM FALLEN LEAF ATT. HOMES SALE PROCEEDS: 5/29/09 (\$10.00); 6/3/09 (\$25,659.72); 7/17/09 (\$24,832.00); 8/01/09 (\$25,659.72)</b>	<b>\$76,161.44</b>	<b>\$6,217,641.00</b>
<b>CALIFORNIA NATIONAL BANK 345 CALIFORNIA STREET SAN FRANCISCO, CA 94164</b>	<b>NET MONTHLY SWEEP OF RENTAL PROCEEDS (6/5/09-7/20/09)</b>	<b>\$230,384.16</b>	<b>\$27,476,633.00</b>
<b>PINNACLE MGMT.</b>	<b>MONTHLY MANAGEMENT FEE (JUNE-AUG 2009) \$5,520/MO. 5/20/09</b>	<b>\$16,560.00</b>	<b>\$0.00</b>
<b>GABY'S JANITORIAL PAYMENT FOR SERVICES PERFORMED TO DATE</b>	<b>5/20/09</b>	<b>\$10,175.00</b>	<b>\$0.00</b>
<b>BEDLAN LANDSCAPING, INC. PAYMENTS FOR SERVICES RENDERED</b>	<b>5/20/09 (\$3,180.80), 8/04/09 (\$2,456.60)</b>	<b>\$5,737.40</b>	<b>\$0.00</b>
<b>SIERRA PACIFIC POWER CO. PO BOX 30065 RENO, NV 89520-3065</b>	<b>PAYMENTS FOR UTILITY SERVICES PROVIDED 5/20/09-8/18/09</b>	<b>\$30,268.72</b>	<b>\$0.00</b>

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>TRAVELERS INSURANCE</b> 604 W. MOANA RENO, NV 89509	5/20/09-8/18/09	\$17,551.33	\$39,490.50
<b>WASTE MANAGEMENT</b> 100 VASSAR STREET RENO, NV 89502	5/20/09 (\$6,617.70); 8/7/09 (\$7,489.57)	\$14,107.27	\$0.00
<b>CONSUMER SOURCE, INC.</b>	6/12/09 (7,491.50); 7/8/09 (\$5,390.75)	\$12,882.25	\$0.00
<b>HOLLAND &amp; HART</b> PO BOX 17283 DENVER, CO 80217-0283	8/17/2009	\$37,434.50	\$0.00

None ☐ c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>PACIFIC WEST CAPITAL GROUP, LLC</b> 8700 TECHNOLOGY WAY RENO, NV 89521 50% OWNER	4/17/09	\$50,000.00	\$0.00

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>CALIFORNIA NATIONAL BANK v. CAVIATA ATTACHED HOMES, LLC; CAVIATA 184, LLC; WILLIAM D. PENNINGTON, INDIVIDUALLY AND AS TRUSTEE OF WILLIAM D. PENNINGTON LIVING TRUST; DANE HILLYARD, INDIVIDUALLY AND AS TRUSTEE OF THE HILLYARD FAMILY TRUST. CASE NO. CV09-01267</b>	<b>JUDICIAL FORECLOSURE OF DEED OF TRUST, APPT. OF RECEIVER, PRELIMINARY INJUNCTION, COLLECTION UNDER GUARANTEES, COLLECTION OF LOAN OBLIGATIONS</b>	<b>2JDC, RENO, NEVADA</b>	<b>STIPULATION AND ORDER DTD. 6/15/09 RE: PROPERTY MANAGEMENT AND PAYMENT OF RENTS; TRIAL PENDING ON OTHER CLAIMS VS. PERSONAL GUARANTORS</b>

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
<b>PINNACLE PROPERTY MANAGEMENT 2600 LAKE LUCIEN DRIVE SUITE 300 MAITLAND, FL 32751-7232</b>	<b>CALIFORNIA NATIONAL BANK v. CAVIATA ATTACHED HOMES, LLC; CAVIATA 184, LLC; WILLIAM D. PENNINGTON, INDIVIDUALLY AND AS TRUSTEE OF WILLIAM D. PENNINGTON LIVING TRUST; DANE HILLYARD, INDIVIDUALLY AND AS TRUSTEE OF THE HILLYARD FAMILY TRUST. 2JDC, RENO, NEVADA. CV09-01267</b>	<b>6/15/2009</b>	<b>184-UNIT APARTMENT COMPLEX</b>

**7. Gifts**

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
<b>WATER DAMAGE TO MEN'S BATHROOM; LOSS AMOUNT \$12,041.00</b>	<b>PIPE BROKE DUE TO MISMANAGEMENT BY MGT. CO. MYAN CHRISTEN MONTOYAS -- FAILED TO WINTERIZE BUILDING</b>	<b>02/27/2009</b>

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
<b>WATER DAMAGE TO MULTIPLE UNITS; LOSS AMOUNT \$28,476.00</b>	<b>FIRE SPRINKLER LINE FROZE AND BURST CAUSING FLOODING TO MULTIPLE UNITS</b>	<b>12/18/2008</b>

**9. Payments related to debt counseling or bankruptcy**

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>THE LAW OFFICES OF ALAN R. SMITH 505 RIDGE STREET RENO, NV 89501-1719</b>	<b>8/17/2009</b>	<b>\$30,000.00</b>

**10. Other transfers**

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input checked="" type="checkbox"/> b. List all property transferred by the debtor within <b>ten years</b> immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
<b>BANK OF AMERICA PO BOX 1001 CHARLOTTE, NC 28254-3489</b>	<b>ACCT. IN NAME OF MYAN MGMT. GROUP FBO CAVIATA ATTACHED HOMES; CHECKING/OPERATING ACCT. XXXX-XXXX-0570</b>	<b>CLOSED 1ST QTR 2009</b>

**12. Safe deposit boxes**

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
<b>BANK OF AMERICA P.O. BOX 1091 CHARLOTTE, NC 28254-3489</b>	<b>TENANT DEPOSITS HELD IN TRUST - VALUE: \$37,442.50 (@ 8/18/09)</b>	<b>PINNACLE AMS WEST LLC AAF, CAVIATA ATTACHED HOMES, CLIENT TRUST ACCOUNT WITH BANK OF AMERICA, 2600 LAKE LUCIEN DR, STE. 300, MAITLAND, FL 32751-7232</b>

**15. Prior address of debtor**

- None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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#### 18 . Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
CAVIATA @ KILEY RANCH	20-2965622 and 20-3220367 (CAVIATA 184, LLC)	8700 TECHNOLOGY WAY RENO, NV 89520	LAND ACQUISITION, DEVELOPMENT AND CONSTRUCTION OF 184-UNIT SINGLE FAMILY RESIDENTIAL COMPLEX IN SPARKS, NEVADA (CONVERTED TO RENTAL APARTMENTS EFFECTIVE 1/1/2008)	7/19/2005-PRESENT

- None ☐ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
CAVIATA @ KILEY RANCH	8700 TECHNOLOGY WAY RENO, NV 89520

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or

owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

#### 19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS  
**PINNACLE MGMT**  
**2600 LAKE LUCIEN DR., STE. 300**  
**MAITLAND, FL 32751-7232**

DATES SERVICES RENDERED  
**12/15/2008 TO PRESENT**

**MYAN MANAGEMENT GROUP**  
**520 SILICON DRIVE**  
**SOUTHLAKE, TX 76092**

**08/2007 TO 12/15/2008**

**ALAN GOLDMAN**  
**PACIFIC WEST GROUP**  
**8700 TECHNOLOGY WAY**  
**RENO, NV 89520**

**3/2006-PRESENT**

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS  
**J. FRANK FISHER 9437 DOUBLE DIAMOND #17**  
**RENO, NV 89521**

DATES SERVICES RENDERED  
**2006-present**

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME  
**PINNACLE MGMT.**  
  
**MYAN MANAGEMENT GROUP**  
  
**J. FRANK FISHER**  
  
**PACIFIC WEST SERVICE CO.**

ADDRESS  
**2600 LAKE LUCIEN DRIVE, STE. 300**  
**MAITLAND, FL 32751-7232**  
  
**520 SILICON DRIVE**  
**SOUTHLAKE, TX 76092**  
  
**9437 DOUBLE DIAMOND, #17**  
**RENO, NV 89521**  
  
**8700 TECHNOLOGY WAY**  
**RENO, NV 89521**

- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS  
**CALIFORNIA NATIONAL BANK**  
**345 CALIFORNIA ST., #600**  
**SAN FRANCISCO, CA 94104**

DATE ISSUED  
**ANNUALLY OR UPON DEMAND AS**  
**REQUESTED; SINCE JUNE, 2009, PINNACLE**  
**MGMT. REPORTS MONTHLY TO CAL. NATIONAL**  
**REGARDING RENTS COLLECTED AND**  
**PAYMENTS DISBURSED ON BEHALF OF**  
**CAVIATA ATTACHED HOMES**

**SPECIALTY FINANCIAL**  
**6160 PLUMAS**  
**RENO, NV 89509**

**ANNUALLY OR UPON DEMAND AS REQUESTED**

**20. Inventories**

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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**21 . Current Partners, Officers, Directors and Shareholders**

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
<b>CAVIATA 184, LLC 8700 TECHNOLOGY WAY RENO, NV 89520</b>	<b>MEMBER</b>	<b>100%</b>

- None ☒ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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**22 . Former partners, officers, directors and shareholders**

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>SEE SFA 3(B)</b>		

**24. Tax Consolidation Group.**

- None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None ☐ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER (EIN)

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date September 2, 2009

Signature /s/ WILLIAM D. PENNINGTON, II  
**WILLIAM D. PENNINGTON, II**  
**MEMBER, CAVIATA 184, LLC**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*



**United States Bankruptcy Court  
District of Nevada**

In re CAVIATA ATTACHED HOMES, LLC

Debtor(s)

Case No. 09-52786Chapter 11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S) - AMENDED**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>30,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>30,000.00</u>
Balance Due.....	\$	<u>0.00</u>

2. \$ 1,039.00 of the filing fee has been paid.
3. The source of the compensation paid to me was:  
☒ Debtor      ☐ Other (specify):
4. The source of compensation to be paid to me is:  
☒ Debtor      ☐ Other (specify):
5. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.  
☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.
6. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
  - Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
  - Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
  - [Other provisions as needed]

**FOR CHAPTER 7 DEBTORS ONLY: Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.**

7. By agreement with the debtor(s), the above-disclosed fee does not include the following service:  
**FOR CHAPTER 7 INDIVIDUAL DEBTORS ONLY: Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.**

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: September 2, 2009/s/ ALAN R. SMITH

**ALAN R. SMITH 1449  
THE LAW OFFICES OF ALAN R. SMITH  
505 RIDGE STREET  
RENO, NV 89501-1719  
(775) 786-4579 Fax: (775) 786-3066  
mail@asmithlaw.com**

**United States Bankruptcy Court**  
**District of Nevada**

In re CAVIATA ATTACHED HOMES, LLC  
 Debtor

Case No. 09-52786

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS - AMENDED**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>CAVIATA 184, LLC</b> <b>8700 TECHNOLOGY WAY</b> <b>RENO, NV 89521</b>		<b>100%</b>	<b>MEMBER</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the MEMBER, CAVIATA 184, LLC of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date September 2, 2009

Signature /s/ WILLIAM D. PENNINGTON, II  
**WILLIAM D. PENNINGTON, II**  
**MEMBER, CAVIATA 184, LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
 18 U.S.C §§ 152 and 3571.